

RECORDATION NO. 18807-A FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

JUN 30 '00 12-26 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

June 30, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of March 2, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was duly filed with the Commission under Recordation Number 18807.

The names and addresses of the parties to the enclosed document are:

Lessor: The Fifth Third Leasing Company  
The Fifth Third Center  
Cincinnati, Ohio 45263

Lessee: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

A description of the railroad equipment covered by the enclosed documents is:

Fifty-eight (58) railcars bearing AEX reporting marks and road numbers

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

C-5

Mr. Vernon A. Williams  
June 30, 2000  
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Kindly return one stamped copy of the enclosed documents to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

RECORDATION NO. 18807-A FILED

JUN 30 '00 12-26 PM

**DATE:** March 2, 1999  
**LEASE NO:** 93-001-74071-14-00026

SURFACE TRANSPORTATION BOARD

**BILL OF SALE**

In consideration of the sum of Three Hundred Forty Six Thousand Five Hundred Dollars and 00/100 (\$346,500.00) and valuable consideration the receipt of which is hereby acknowledged. The Fifth Third Leasing Company, 38 Fountain Square Plaza, Cincinnati, OH 45263, (Seller) hereby bargains, sells, grants, transfers, and delivers to The Andersons, Inc. P.O. Box 119 Maumee, OH 43537 (Buyer) and any of its successors and assigns, all of its right, title and interest in the equipment detailed below:

Equipment Description

See Attached Exhibit A (2 pages)

SUCH EQUIPMENT IS SOLD "AS IS" "WHERE IS" AND "WITH ALL FAULTS". SELLER MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO THE DESIGN, OPERATIONS, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN SUCH EQUIPMENT. SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF ANY PART OF SUCH EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR PRESENTATION WHATSOEVER. SELLER SHALL IN NO EVENT BE RESPONSIBLE FOR DAMAGES ARISING IN STRICT LIABILITY OR FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES HOWEVER ARISING.

Buyer agrees with and for the benefit of Seller that it will self-assess and remit all applicable sales/use taxes due in connection with this transaction to the appropriate taxing jurisdiction or otherwise provide Seller with a resale exemption certificate.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed and delivered as of the date first above written.

Witness:

Seller: The Fifth Third Leasing Company

By:

Its: Asst. Cashier

## EXHIBIT A

**Detail Listing of Cars:**

#	Purchaser	Builder	Year Built	Cu.Ft.	Anderson Car #	Old Car #	Yr Purchased	Features
1	CSX	ACF	10/71	4707	AEX 256363	CSXT 256363	1990	Covered Hoppers; Trough Hatches; Gravity Gate
2	CSX	ACF	10/71	4707	AEX 603427	CO 603427	1990	Covered Hoppers; Trough Hatches; Gravity Gate
3	CSX	ACF	10/71	4707	AEX 603614	BO 603614	1990	Covered Hoppers; Trough Hatches; Gravity Gate
4	CSX	ACF	10/71	4707	AEX 603641	BO 603641	1990	Covered Hoppers; Trough Hatches; Gravity Gate
5	CSX	ACF	3/73	4600	AEX 241276	LN 241276	1990	Covered Hoppers; Trough Hatches; Gravity Gate
6	CSX	ACF	3/73	4600	AEX 241338	LN 241338	1990	Covered Hoppers; Trough Hatches; Gravity Gate
7	CSX	ACF	3/73	4600	AEX 241421	LN 241421	1990	Covered Hoppers; Trough Hatches; Gravity Gate
8	CSX	ACF	3/73	4600	AEX 241442	LN 241442	1990	Covered Hoppers; Trough Hatches; Gravity Gate
9	CSX	ACF	3/73	4600	AEX 247057	SBD 247057	1990	Covered Hoppers; Trough Hatches; Gravity Gate
10	CSX	ACF	3/73	4600	AEX 247105	SBD 247105	1990	Covered Hoppers; Trough Hatches; Gravity Gate
11	CSX	ACF	3/73	4600	AEX 247156	SBD 247156	1990	Covered Hoppers; Trough Hatches; Gravity Gate
12	CSX	ACF	3/73	4600	AEX 247173	SBD 247173	1990	Covered Hoppers; Trough Hatches; Gravity Gate
13	CSX	ACF	3/73	4600	AEX 247200	CSXT 247200	1990	Covered Hoppers; Trough Hatches; Gravity Gate
14	CSX	Pullman	7/73	4750	AEX 241347	SCL 241347	1990	Covered Hoppers; Trough Hatches; Gravity Gate
15	CSX	Pullman	7/73	4750	AEX 241510	SCL 241510	1990	Covered Hoppers; Trough Hatches; Gravity Gate
16	CSX	Pullman	9/73	4750	AEX 241520	SCL 241520	1990	Covered Hoppers; Trough Hatches; Gravity Gate INC.
17	CSX	Pullman	9/73	4750	AEX 241581	SCL 241581	1990	Covered Hoppers; Trough Hatches; Gravity Gate
18	CSX	Pullman	9/73	4750	AEX 250773	SBD 250773	1990	Covered Hoppers; Trough Hatches; Gravity Gate
19	CSX	Pullman	10/73	4750	AEX 603777	BO 603777	1990	Covered Hoppers; Trough Hatches; Gravity Gate
20	CSX	Pullman	10/73	4750	AEX 603800	BO 603800	1990	Covered Hoppers; Trough Hatches; Gravity Gate
21	CSX	ACF	8/74	4650	AEX 602425	WM 602425	1990	Covered Hoppers; Trough Hatches; Gravity Gate
22	CSX	ACF	8/74	4650	AEX 602426	WM 602426	1990	Covered Hoppers; Trough Hatches; Gravity Gate
23	CSX	ACF	8/74	4650	AEX 602429	WM 602429	1990	Covered Hoppers; Trough Hatches; Gravity Gate
24	CSX	ACF	8/74	4650	AEX 602441	WM 602441	1990	Covered Hoppers; Trough Hatches; Gravity Gate
1	GATX	ACF	1973	5250	AEX 5002	GACX 51217	1993	Covered Hoppers; Trough Hatches; Gravity Gate
2	GATX	ACF	1973	5250	AEX 5033	GACX 51177	1993	Covered Hoppers; Trough Hatches; Gravity Gate
3	GATX	ACF	1973	5250	AEX 5078	GACX 51237	1993	Covered Hoppers; Trough Hatches; Gravity Gate
4	GATX	ACF	1973	5250	AEX 5081	GACX 51240	1993	Covered Hoppers; Trough Hatches; Gravity Gate
5	GATX	ACF	1973	5250	AEX 5082	GACX 51241	1993	Covered Hoppers; Trough Hatches; Gravity Gate
1	Alb & Fir RR	ACF	3/78	5250	AEX 5095	AMCX 7737	1993	Covered Hoppers; Trough Hatches; Gravity Gate
2	Alb & Fir RR	ACF	4/80	5250	AEX 5096	AMCX 6852	1993	Covered Hoppers; Trough Hatches; Gravity Gate

Lessor:

THE FIFTH THIRD LEASING COMPANY

By: JP  
Ron GerkenTitle: Asst.  
Assistant Vice President

THE ANDERSONS, an Ohio limited partnership

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By: THE ANDERSONS MANAGEMENT CORP. Larry Smith, sole General Partner

By:

Gary Smith, Corporate Treasurer

JUN-29-2000 P. 08/09

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## EXHIBIT A

*Detail Listing of Cars:*

#	Prchsd From	Builder	Year Blt	Cu.FL	Anderson Car #	Old Car #	Yr Purchsd	Features
1	Heleasco	Thrall	2/79	4750	AEX	452	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
2	Heleasco	Thrall	2/79	4750	AEX	455	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
3	Heleasco	Thrall	2/79	4750	AEX	456	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
4	Heleasco	Thrall	2/79	4750	AEX	458	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
5	Heleasco	Thrall	2/79	4750	AEX	462	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
6	Heleasco	Thrall	2/79	4750	AEX	464	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
7	Heleasco	Thrall	2/79	4750	AEX	465	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
8	Heleasco	Thrall	2/79	4750	AEX	466	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
9	Heleasco	Thrall	2/79	4750	AEX	468	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
10	Heleasco	Thrall	2/79	4750	AEX	470	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
11	Heleasco	Thrall	2/79	4750	AEX	473	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
12	Heleasco	Thrall	2/79	4750	AEX	475	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
13	Heleasco	Thrall	2/79	4750	AEX	478	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
14	Heleasco	Thrall	2/79	4750	AEX	481	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
15	Heleasco	Thrall	2/79	4750	AEX	482	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
16	Heleasco	Thrall	2/79	4750	AEX	483	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
17	Heleasco	Thrall	2/79	4750	AEX	484	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
18	Heleasco	Thrall	2/79	4750	AEX	491	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
19	Heleasco	Thrall	2/79	4750	AEX	494	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
20	Heleasco	Thrall	2/79	4750	AEX	496	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
21	Heleasco	Thrall	2/79	4750	AEX	498	GWIX	Covered Hoppers; Trough Hatches; Gravity Gates
1	ConAgra	Thrall	7/79	4750	AEX	616	PBLX	Covered Hoppers; Trough Hatches; Gravity Gates
2	ConAgra	Thrall	11/79	4750	AEX	611	PVGX	Covered Hoppers; Trough Hatches; Gravity Gates
3	ConAgra	Thrall	11/79	4750	AEX	612	PVGX	Covered Hoppers; Trough Hatches; Gravity Gates
4	ConAgra	Thrall	11/79	4750	AEX	613	PVGX	Covered Hoppers; Trough Hatches; Gravity Gates
5	ConAgra	Thrall	11/79	4750	AEX	614	PVGX	Covered Hoppers; Trough Hatches; Gravity Gates
6	ConAgra	Thrall	11/79	4750	AEX	615	PVGX	Covered Hoppers; Trough Hatches; Gravity Gates

LESSOR:

THE FIFTH THIRD LEASING COMPANY

By:

Ron GertenTitle: Asst. Vice President  
TOTAL P.09

Lessee:

THE ANDERSONS, an Ohio limited partnership

By: THE ANDERSONS MANAGEMENT CORP., its sole General Partner

By: Gary Smith, Corporate Treasurer  
*Gary Smith*

Date: March 1, 1994

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## **Fifth Third Leasing Company**

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I, Janet Gerdom, Assistant Vice President of The Fifth Third Leasing Company, hereby certify that the documentation listed below and attached hereto, are true and correct copies of the originals:

- Bill of Sale by and between The Fifth Third Leasing Company (Seller) and The Andersons, Inc. (Buyer) dated March 2, 1999.

### **THE FIFTH THIRD LEASING COMPANY**

By: Janet Gerdom  
Janet Gerdom  
Assistant Vice President

### **ACKNOWLEDGMENT**

STATE OF OHIO  
Hamilton County

I certify that I know or have satisfactory evidence that Janet Gerdom signed this Certification Letter and acknowledged it to be his free and voluntary act and deed for the uses and purposes herein above mentioned.

Dated this 29<sup>th</sup> day of June, 2000

Rhonda D. Wilson  
(Notary Public)

**RHONDA D. WILSON**  
Notary Public, State of Ohio  
My Commission Expires Dec. 13, 2003